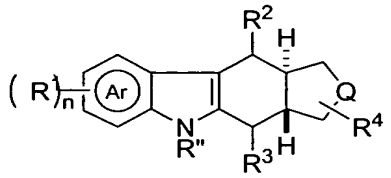
WHAT IS CLAIMED IS:

1. A compound having the formula (**I**):

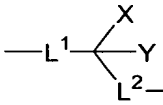


I

wherein

 represents a single or fused aryl or heteroaryl ring;

Q is –N(R)– or –N(R)-(C_1-C_3)alkylene–;

R is  ;

L^1 is a bond, (C_1-C_4)alkylene, (C_1-C_4)alkylenoxy and (C_1-C_4)alkylenamino;

L^2 is a bond, (C_1-C_4)alkylene, (C_2-C_4)alkenylene, (C_2-C_4)alkynylene, (C_1-C_4)alkylenoxy or (C_1-C_4)alkylenamino;

R" is hydrogen or (C_1-C_8)alkyl;

each R^1 is independently selected from the group consisting of halogen, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, fluoro(C_1-C_4)alkyl, -OR^5, -SR^5, fluoro(C_1-C_4)alkoxy, aryl, aryl(C_1-C_4)alkyl, -NO_2, -NR^5R^6, -$C(O)R^5$, -CO_2R^5, -$C(O)NR^5R^6$, -$N(R^6)C(O)R^5$, -$N(R^6)CO_2R^5$, -$N(R^7)C(O)NR^5R^6$, -$S(O)_mNR^5R^6$, -$S(O)_mR^5$, -CN and -$N(R^6)S(O)_mR^5$;

R^2 and R^3 are independently selected from the group consisting of hydrogen, halogen, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, fluoro(C_1-C_4)alkyl, -OR^8, -SR^8, fluoro(C_1-C_4)alkoxy, aryl, aryl(C_1-C_4)alkyl, -NO_2, -NR^8R^9, =O, -$C(O)R^8$, -CO_2R^8, -$C(O)NR^8R^9$, -$N(R^9)C(O)R^8$, -$N(R^9)CO_2R^8$, -$N(R^{10})C(O)NR^8R^9$, -$S(O)_mNR^8R^9$, -$S(O)_mR^8$, -CN and -$N(R^9)S(O)_mR^8$;

R^4 is selected from the group consisting of hydrogen, –OR^{11}, -$C(O)R^{11}$, -CO_2R^{11}, -$C(O)NR^{11}R^{12}$, -CN, (C_1-C_4)alkyl and aryl;

X and Y are independently selected from the group consisting of (C_1-

C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, $-CO_2R^{13}$ and $-C(O)NR^{13}R^{14}$;

optionally, X and Y may be combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing from 0 to 2 heteroatoms independently selected from the group consisting of N, O and S;

Z is selected from the group consisting of $-OR^{15}$, $-NR^{15}R^{16}$, $-NR^{15}R^{18}$, $-C(O)R^{15}$, $-CO_2R^{15}$, $-R^{18}$, $-C(O)NR^{15}R^{16}$, $-C(O)NR^{15}R^{18}$, $-SO_2NR^{15}R^{16}$, $-SO_2NR^{15}R^{18}$, $-NR^{16}SO_2R^{15}$, $-N(R^{15})N(R^{16})SO_2R^{17}$, $-C(O)N(R^{16})OR^{15}$, hydroxy(C_1-C_8)alkyl, fluoro(C_1-C_4)alkyl, heteroaryl, $-C(=NOR^{15})NR^{16}R^{17}$, $-C(R^{16})=NOR^{15}$, $-NR^{16}(OR^{15})$, $-C(O)NR^{17}C(O)NR^{15}R^{16}$, $-NR^{17}C(O)NR^{16}C(O)R^{15}$ and $-NR^{17}C(O)NR^{15}R^{16}$;

R^5, R^6, R^7, R^8, R^9, R^{10}, R^{11}, R^{12}, R^{13}, R^{14}, R^{15}, R^{16} and R^{17} are independently selected from the group consisting of hydrogen, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, cyclo(C_3-C_6)alkyl, fluoro(C_1-C_4)alkyl, hetero(C_1-C_4)alkyl, cyclohetero(C_3-C_6)alkyl, aryl and aryl(C_1-C_4)alkyl;

R^{18} is a 5- or 6-membered ring containing from 0 to 4 heteroatoms selected from the group consisting of N, O and S (*e.g.* tetrazole);

optionally, when two R groups selected from the group consisting of R^5, R^6, R^8, R^9, R^{11}, R^{12}, R^{13}, R^{14}, R^{15}, R^{16} and R^{17} are attached to the same nitrogen atom, the R groups may be combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing the nitrogen atom and from 0 to 2 additional heteroatoms selected from the group consisting of N, O and S;

the subscript m is 1 or 2; and

the subscript n is 0, 1 or 2.

2. The compound of Claim 1 wherein 

represents a benzene ring.

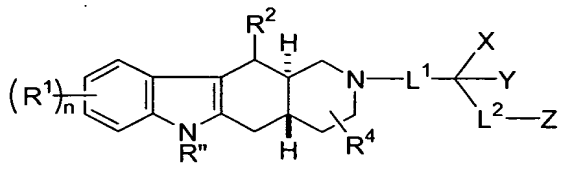
3. The compound of Claim 1 wherein Q is –N(R)–.

4. The compound of Claim 1 wherein R^3 is hydrogen or =O.

5. The compound of Claim 1 wherein 

represents a benzene ring, R" is hydrogen and R^3 is hydrogen.

6. A compound having the formula (**II**):



II

or a pharmaceutically acceptable salt, hydrate, solvate or prodrug thereof, wherein

L^1 is a bond, $(C_1\text{-}C_4)$alkylene, $(C_1\text{-}C_4)$alkylenoxy or $(C_1\text{-}C_4)$alkylenamino;

L^2 is a bond, $(C_1\text{-}C_4)$alkylene, $(C_2\text{-}C_4)$alkenylene, $(C_2\text{-}C_4)$alkynylene, $(C_1\text{-}C_4)$alkylenoxy or $(C_1\text{-}C_4)$alkylenamino;

R" is hydrogen or $(C_1\text{-}C_8)$alkyl;

each R^1 is independently selected from the group consisting of halogen, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$alkenyl, $(C_2\text{-}C_8)$alkynyl, fluoro$(C_1\text{-}C_4)$alkyl, $-OR^5$, $-SR^5$, fluoro$(C_1\text{-}C_4)$alkoxy, aryl, aryl$(C_1\text{-}C_4)$alkyl, $-NO_2$, $-NR^5R^6$, $-C(O)R^5$, $-CO_2R^5$, $-C(O)NR^5R^6$, $-N(R^6)C(O)R^5$, $-N(R^6)CO_2R^5$, $-N(R^7)C(O)NR^5R^6$, $-S(O)_mNR^5R^6$, $-S(O)_mR^5$, -CN and $-N(R^6)S(O)_mR^5$;

R^2 is selected from the group consisting of hydrogen, halogen, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$alkenyl, $(C_2\text{-}C_8)$alkynyl, fluoro$(C_1\text{-}C_4)$alkyl, $-OR^8$, $-SR^8$, fluoro$(C_1\text{-}C_4)$alkoxy, aryl, aryl$(C_1\text{-}C_4)$alkyl, $-NO_2$, $-NR^8R^9$, =O, $-C(O)R^8$, $-CO_2R^8$, $-C(O)NR^8R^9$, $-N(R^9)C(O)R^8$, $-N(R^9)CO_2R^8$, $-N(R^{10})C(O)NR^8R^9$, $-S(O)_mNR^8R^9$, $-S(O)_mR^8$, -CN and $-N(R^9)S(O)_mR^8$;

R^4 is selected from the group consisting of hydrogen, $-OR^{11}$, $-C(O)R^{11}$, $-CO_2R^{11}$, $-C(O)NR^{11}R^{12}$, -CN, $(C_1\text{-}C_4)$alkyl and aryl;

X and Y are independently selected from the group consisting of $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$alkenyl, $(C_2\text{-}C_8)$alkynyl, $-CO_2R^{13}$ and $-C(O)NR^{13}R^{14}$;

optionally, X and Y may be combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing from 0 to 2 heteroatoms selected from the group consisting of N, O and S;

Z is selected from the group consisting of $-OR^{15}$, $-NR^{15}R^{16}$, $-CO_2R^{15}$, $-R^{18}$, $-C(O)NR^{15}R^{16}$, $-C(O)NR^{15}R^{18}$, $-SO_2NR^{15}R^{16}$, $-SO_2NR^{15}R^{18}$, $-NR^{16}SO_2R^{15}$, $-N(R^{15})N(R^{16})SO_2R^{17}$, $-C(O)N(R^{16})OR^{15}$, fluoro$(C_1\text{-}C_4)$alkyl, heteroaryl, $-C(=NOR^{15})NR^{16}R^{17}$, $-C(R^{16})=NOR^{15}$, $-NR^{16}(OR^{15})$, $-C(O)NR^{17}C(O)NR^{15}R^{16}$,

$-NR^{17}C(O)NR^{16}C(O)R^{15}$ and $-NR^{17}C(O)NR^{15}R^{16}$;

R^5, R^6, R^7, R^8, R^9, R^{10}, R^{11}, R^{12}, R^{13}, R^{14}, R^{15}, R^{16} and R^{17} are independently selected from the group consisting of hydrogen, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$alkenyl, $(C_2\text{-}C_8)$alkynyl, fluoro$(C_1\text{-}C_4)$alkyl, hetero$(C_1\text{-}C_4)$alkyl, aryl and aryl$(C_1\text{-}C_4)$alkyl;

R^{18} is a 5- or 6-membered ring containing from 1 to 3 heteroatoms selected from the group consisting of N, O and S;

optionally, when two R groups selected from the group consisting of R^5, R^6, R^7, R^8, R^9, R^{10}, R^{11}, R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17} and R^{18} are attached to the same nitrogen atom, the R groups may be combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing the nitrogen atom and from 0 to 2 additional heteroatoms selected from the group consisting of N, O and S;

the subscript m is 1 or 2; and

the subscript n is 0, 1 or 2.

7. The compound of Claim 6, wherein R^4 is hydrogen.

8. The compound of Claim 6, wherein R" is hydrogen.

9. The compound of Claim 8, wherein R^2 is $(C_1\text{-}C_4)$alkyl or aryl.

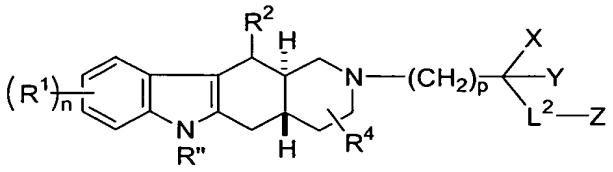
10. The compound of Claim 9, wherein R^1 is independently selected from the group consisting of halogen, $(C_1\text{-}C_4)$alkyl, fluoro$(C_1\text{-}C_4)$alkyl, $-OR^5$, fluoro$(C_1\text{-}C_4)$alkoxy, $-CO_2R^5$, $-S(O)_mNR^5R^6$, $-S(O)_mR^5$ and -CN.

11. The compound of Claim 10, wherein R^1 is halogen or fluoro$(C_1\text{-}C_4)$alkyl.

12. The compound of Claim 10, wherein n is 0 or 1.

13. The compound of Claim 12, wherein L^1 is $(C_1\text{-}C_4)$alkylene.

14. The compound of Claim 13, having the formula **(III)**:



III

wherein the subscript p is an integer of from 1 to 4.

15. The compound of Claim 13, wherein p is 1, 2 or 3.

16. The compound of Claim 15, wherein L^2 is a bond.

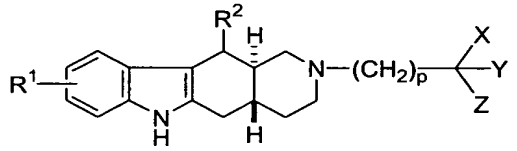
17. The compound of Claim 16, wherein Z is $-CO_2R^{15}$ or $-CO_2NR^{15}R^{16}$.

18. The compound of Claim 15, wherein X and Y are combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing from 0 to 2 heteroatoms selected from the group consisting of O, N and S.

19. The compound of Claim 18, wherein X and Y are combined to form a 5- or 6-membered ring containing from 0 to 2 heteroatoms selected from the group consisting of O, N and S.

20. The compound of Claim 19, wherein X and Y are combined to form a 5- or 6-membered ring containing 0 heteroatoms, 1 nitrogen atom or 1 oxygen atom.

21. The compound of Claim 6, having the formula (**IV**):



IV

wherein the subscript p is an integer of from 1 to 4.

22. The compound of Claim 21, wherein p is 1, 2 or 3.

23. The compound of Claim 22, wherein p is 2.

24. The compound of Claim 23, wherein Y is $-CO_2H$.

25. The compound of Claim 23, wherein X and Y are combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing from 0 to 2 heteroatoms selected from the group consisting of O, N and S.

26. The compound of Claim 23, wherein X and Y are combined to form a 5- or 6-membered ring containing from 0 to 2 heteroatoms selected from the group consisting of O, N and S.

27. The compound of Claim 23, wherein X and Y are combined to form a 5- or 6-membered ring containing 0 heteroatoms, 1 nitrogen atom or 1 oxygen atom.

28. The compound of Claim 23, wherein X and Y are combined to form a 5- or 6-membered ring containing 0 heteroatoms, 1 nitrogen atom or 1 oxygen atom and Y is $-CO_2H$.

29. The compound of Claim 23, wherein R^2 is methyl.

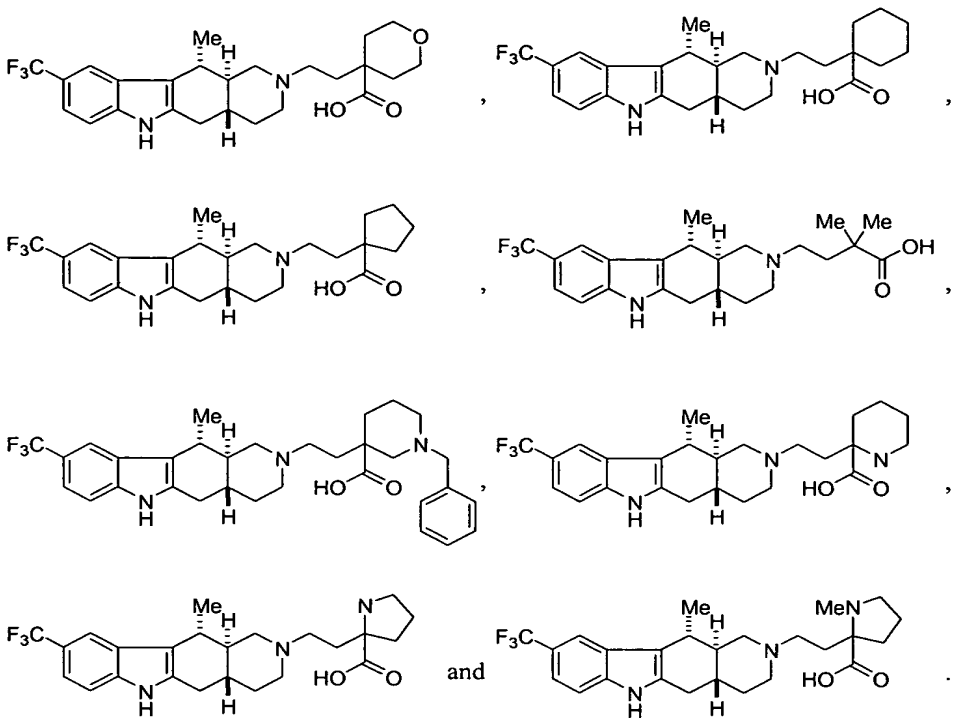
30. The compound of Claim 23, wherein R^1 is CF_3.

31. The compound of Claim 30, wherein R^1 is 9-trifluoromethyl.

32. The compound of Claim 23, wherein R^1 is CF_3 and R^2 is methyl.

33. The compound of Claim 23, wherein R^1 is CF_3, R^2 is methyl and Y is $-CO_2H$.

34. The compound of Claim 33, wherein said compound is selected from the group consisting of the group consisting of:



and

35. A pharmaceutical composition comprising a pharmaceutically acceptable carrier or excipient and a compound of any one of Claims 1-34.

36. A method for treating a condition or disorder is selected from the group consisting of obesity, an eating disorder, an anxiety disorder and a mood disorder, comprising administering to a subject in need thereof a therapeutically effective amount of a compound of Claim 1 or 6.

37. The method of Claim 36, wherein said compound condition or disorder is selected from the group consisting of obesity, anorexia nervosa, anxiety, panic disorder and obsessive-compulsive disorder and depression.

38. The method of Claim 36, wherein said compound is administered in combination with an anti-obesity agent, an antidepressant or an anxiolytic agent.

39. The method of Claim 36, wherein said compound is administered orally.

40. The method of Claim 36, wherein said compound is administered parenterally.

41. The method of Claim 36, wherein said compound modulates MCHR.

42. A method for modifying eating behavior, comprising administering to a subject in need thereof a therapeutically effective amount of a compound of Claim 1 or 6.

43. The method of Claim 42, wherein food intake is decreased.

44. The method of Claim 42, wherein food intake is increased.

45. A method for treating a condition or disorder mediated by MCHR, comprising administering to a subject in need thereof a therapeutically effective amount of a compound of Claim 1 or 6.

46. The method of Claim 45, wherein said condition or disorder is selected from the group consisting of obesity, an eating disorder, an anxiety disorder and a mood disorder.

47. The method of Claim 46, wherein said eating disorder is anorexia nervosa.

48. The method of Claim 46, wherein said anxiety disorder is selected from the group consisting of anxiety, panic disorder and obsessive-compulsive disorder.

49. The method of Claim 46, wherein said mood disorder is depression.

50. A method for modulating MCHR, comprising contacting a cell with a compound of Claim 1 or 6.

51. The method of Claim 50, wherein said compound is an MCHR antagonist.

52. The method of Claim 50, wherein said compound is an MCHR agonist.